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SECRETARY OF STATE

क्षित्रमीव्य

### TERESA A. FREDA 13101 WEST HWY 326 OCALA, FLORIDA 34482 (352) 351-8861

FILED

06 AUG 24 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 22, 2006

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Gopher Gully Sod Inc.

#### Gentlemen:

Enclosed herewith are the Articles of Incorporation and one copy of said Articles, together with a check in the amount of \$78.75 to cover filing fee and certificate, regarding the above referenced matter.

Thank you for your assistance in this matter, and if you should have any further questions please do not hesitate to contact me at my phone number listed above.

Very truly yours,

Teresa A. Freda

#### ARTICLES OF INCORPORATION OF GOPHER GULLY SOD INC.

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SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act to FLORIDA hereby adopt the following Articles of Incorporation.

#### ARTICLE ONE NAME AND ADDRESS

The name of the corporation is Gopher Gully Sod Inc. 13101 West Hwv 326 Ocała FL 34482

#### ARTICLE TWO CORPORATE DURATION

This corporation shall have perpetual existence. The date and time of the commencement of corporate existence is at the time of filing the Articles of Incorporation by the Department of State.

#### ARTICLE THREE PURPOSE

The general purposes for which the corporation is organized are:

- To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefore.
- To make and enter into all contracts necessary and proper for the conduct of its business and 2. businesses.
- To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified of not, either along or in connection with other firms, individuals or corporation, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses herein before described, or any part or parts thereof if not inconsistent with the laws of the State of Florida.
- In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE FOUR SHARES

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share.

## ARTICLE FIVE REGISTERED OFFICE AND AGENT

The street address of the initial registered office for the corporation is 13101 West Hwy 326, Ocala, Florida 34482, and the name of its initial registered agent at such address is Teresa A. Freda.

I accept the appointment of registered Agent for said corporation:

Teresa A. Freda

Registered Agent

#### ARTICLE SIX DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Teresa A. Freda

13101 West Hwy 326 Ocala, Florida 34482

ARTICLE SEVEN INCORPORATOR

The name and address of the incorporator is:

Teresa A. Freda

13101 West Hwy 326 Ocala, Florida 34482

Incorporator

ARTICLE EIGHT By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## ARTICLE NINE OFFICERS

The officers of the corporation shall e a President, Vice-President, Secretary, and Treasurer. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the corporation:

President Vice-President Secretary

Treasurer

Teresa A. Freda Richard R. Crews

Teresa A. Freda

Richard R. Crews

#### ARTICLE TEN DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders: or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the Corporation entitled to vote their own. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 22nd day of August 2006.

Teresa A. Freda, President

STATE OF FLORIDA COUNTY OF MARION

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Teresa A. Freda, personally known to me or has provided Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22<sup>nd</sup> day of August 2006.

Notary Public, State of Florida at Large

My Commission Expires: October 24th 2008

Sandra A. Arbour
Commission # DD357347
Expires October 24, 2008